



Mayor Teresa Ann Isaac

LEXINGTON - FAYETTE URBAN COUNTY GOVERNMENT
Department of Law

April 20, 2006

Ms. Beth O'Donnell
Executive Director
Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40602-0615

RECEIVED
APR 24 2006
PUBLIC SERVICE
COMMISSION

Re: Case No. 2005-00534
(Alltel Merger)

Dear Ms. O'Donnell:

Please find enclosed herewith for filing an original and 10 copies of the Lexington-Fayette Urban County Government's Response and Motion in the referenced matter. Please contact me should you have any questions pertaining to the same.

Yours truly,

David J. Barberie
Corporate Counsel

ENC

DJB/let479

HORSE CAPITAL OF THE WORLD

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

RECEIVED

APR 24 2006

PUBLIC SERVICE
COMMISSION

In the Matter of:

APPLICATION FOR APPROVAL OF THE)
TRANSFER OF CONTROL OF ALLTEL) CASE NO.
KENTUCKY, INC. AND KENTUCKY ALLTEL, INC. AND FOR) 2005-00534
AUTHORIZATION TO GUARANTEE)
INDEBTEDNESS)

**LEXINGTON-FAYETTE URBAN COUNTY
GOVERNMENT'S RESPONSE TO ATTORNEY
GENERAL'S EMERGENCY MOTION, AND
MOTION FOR CLARIFICATION BY THE COMMISSION**

Comes now the Lexington-Fayette Urban County Government (the "LFUCG"), by counsel and files this its response to Attorney General's Emergency Motion to Dismiss Joint Applicants' Filing, and its Motion for Clarification by the Commission of the scope of this matter, should it not be dismissed.

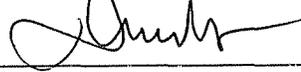
The LFUCG shares many of the same concerns as the Attorney General with respect to how this case is now proceeding, as it appears to be a constantly moving target. Therefore, should the Commission allow this case to proceed, the LFUCG respectfully requests that the Commission enter an Order clarifying the scope of this matter prior to the April 25, 2006 administrative hearing.

WHEREFORE, the Lexington-Fayette Urban County Government respectfully requests that its Motion be granted in the event that this matter is not dismissed.

Respectfully submitted,

LEXINGTON-FAYETTE URBAN
COUNTY GOVERNMENT
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E-Mail: dbarberi@lfucg.com

BY:



David J. Barberie
Corporate Counsel
Leslye M. Bowman
Director of Litigation

CERTIFICATE OF SERVICE

I hereby certify that an original and ten (10) copies of the Lexington-Fayette Urban County Government's Initial Response were served by first class U.S. Mail delivery, postage prepaid, to Beth O'Donnell, Executive Director, Public Service Commission, P.O. Box 615, 211 Sower Boulevard, Frankfort, Kentucky 40602-0615; furthermore, it was served by mailing a copy by first class U.S. Mail delivery, postage prepaid, on the following, all on this the 20th day of April, 2006.

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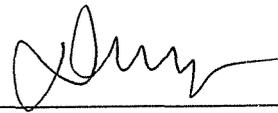
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